Form (2)

7119 - G

8-7-2014

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 745/ 2014 Date 8th July 2014

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MRS. WEI CHIU-YEN

(b) Citizenship CHINESE

(c) Address NO.42, ALY 161, HEXING LANE, PITOU TOWNSHIP, CHANGHUA COUNTY 523, TAIWAN

(d) Name and Address of Principle Organization MINGTEX FASHION CO., LTD., UNIT 1110 11/F., TRENDY CENTRE, 682-684 CASTLE PEAK ROAD KOWLOON, HONG KONG.

(e) Place of Incorporation HONG KONG

(f) Type of Investment Business MANUFACTURING OF GARMENTS ON CMP BASIS

(g) Place(s) at which Investment is permitted PLOT NO.A-5, MINGALADON INDUSTRIAL PARK, MINGALADON TOWNSHIP, YANGON REGION

(h) Amount of Foreign Capital US $ 5.00 MILLION

(i) Period for Foreign Capital Brought in WITHIN 1 YEAR AFTER ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US $ 5.00 MILLION

(k) Construction Period 2 YEARS

(l) Validity of Investment permit 34 YEARS

(m) Form of investment WHOLLY FOREIGN OWNED INVESTMENT

(n) Name of Company incorporated in Myanmar

JCK (MYANMAR) INTERNATIONAL COMPANY LIMITED

Chairman

The Myanmar Investment Commission

စာအမှတ် ၇၁၁၉-၁၀
ရက်စွဲ ၈.၇.၂၀၁၄

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၃၄၅/၂၀၁၄ ၂၀၁၄ ခုနှစ်၊ ဇူလိုင်လ ၈ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေ ပုဒ်မ ၁၃ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ရင်းနှီးမြှုပ်နှံသူ/အစုအစည်းတည်ထောင်သူအမည် MRS. WEI CHIU-YEN

(ခ) နိုင်ငံသား CHINESE

(ဂ) နေရပ်လိပ်စာ NO.42, ALY 161, HEXING LANE, PITOU TOWNSHIP, CHANGHUA COUNTY 523, TAIWAN

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ MINGTEX FASHION CO., LTD., UNIT 1110, 11/F., TRENDY CENTRE, 682-684 CASTLE PEAK ROAD, KOWLOON, HONG KONG

(င) ဖွဲ့စည်းရာအရပ် HONG KONG

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား CMP စနစ်ဖြင့် အထည်ချုပ်လုပ်ခြင်း လုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ် အေ-၅၊ မင်္ဂလာဒုံစက်မှုဇုန်၊ မင်္ဂလာဒုံမြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ အမေရိကန်ဒေါ်လာ ၅.၀၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့်ရရှိပြီး (၁)နှစ် အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၅.၀၀ သန်းနှင့် ညီမျှသော မြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း ၁၄နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ရာခိုင်နှုန်းပြည့်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် JCK (MYANMAR) INTERNATIONAL COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
Building No.(32), Nay Pyi Taw

Our ref : DICA-6(A)/FI-982/2014(7171-ဂ)
Date : 8th July 2014

Tel: 067- 406334, 406075
Fax: 95-67-406333

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Manufacturing of Garments on CMP Basis" under the name of "JCK (Myanmar) International Company Limited"**

Reference: Ministry of construction Letter No. 26/ khwe - 3/2014(C 2307) dated (26-2-2014).

1. The Myanmar Investment Commission, at its meeting (15/2014) held on (31-5-2014) had approved the proposal for investment in "Manufacturing of Garments on CMP Basis" under the name of "JCK (Myanmar) International Company Limited" submitted by Mingtex Fashion Co., Ltd. (98%) from Hong Kong, Mr. Wang, Feng-Te (1%) and Mrs. Wei, Chiu-Yen (1%) from Taiwan as a wholly foreign owned investment.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 34(thirty four) years commencing from the issuing date of Physical Delivery Receipt to the date of 7th February, 2048 pursuant to Sub-Lease Agreement Chapter 1.1. JCK (Myanmar) International Company Limited agrees to stop operation immediately and remove all JCK (Myanmar) International Company Limited's properties within 30(thirty) days from the date of termination and return the land to the Mingaladon Industrial Park Co., Ltd. in good condition mentioned as in Sub-Lease Agreement Chapter 9, for the project area Plot No.A-5 of 10,004 square metre(2.472 acres). At the end of the leased period, JCK (Myanmar) International Company Limited shall transfer the leased land and factory buildings (immovable properties) to the lessor within 3 months in good condition, ground damages having been refilled or repaired.

4. JCK (Myanmar) International Company Limited shall provide the land use premium to the amount of US$ 580,232 (United States Dollar five hundred and eighty

thousand, two hundred and thirty-two only) in favour of Mingaladon Industrial Park Co., Ltd. in three installments as follows:-

(a) the first instalment of 10% (Ten) percent of the Land Use Premium amounting to US $ 58,023.20 (United States Dollar fifty-eight thousand and twenty-three and twenty cent only) shall be paid on the date of signing of Sub-Lease Agreement.

(b) the second instalment of 50%(Fifty)percent of the Land Use Premium amounting to US $ 290,116 (United States Dollar two hundred and ninety thousand, one hundred and sixty-six only) shall be paid to the Mingaladon Industrial Park Co., Ltd. within 30(thirty) days after signing of Sub-Lease Agreement. If JCK (Myanmar) International Company Limited fail to pay in stipulated period Mingaladon Industrial Park Co., Ltd. shall have the right to terminate the Sub-Lease Agreement at its own discretion and the first instalment shall be forfeited.

(c) the final instalment of 40% (Forty) percent of the Land Use Premium amounting to US $ 232,029.80(United States Dollar two hundred and thirty-two thousand and twenty nine and eighty cent only) shall be paid to the Mingaladon Industrial Park Co., Ltd. by JCK (Myanmar) International Company Limited either within 4(Four) months after signing of the Sub-Lease Agreement or upon the Mingaladon Industrial Park Co., Ltd. issuing of the receipt whichever comes earlier, failing which the Mingaladon Industrial Park Co., Ltd. shall have the right to terminate the Sub-Lease Agreement at its own discretion and the first instalment and the second instalment shall be forfeited.

5. JCK (Myanmar) International Company Limited shall pay the annual land rent on yearly basis at the rate of US $ 0.30 (United States Dollar thirty cent only) per square meter per annum for the project area to the amount of US $ 3,001.20 (United States Dollar three thousand and one and twenty cent only) as well as Management fees and Utility Charges to be paid in accordance with the estate conditions of the Mingaladon Industrial Park. The rent shall be reviewed and revised every 5(Five) years period and the rate of increase shall not be more than 15% of the previous rate.

6. JCK (Myanmar) International Company Limited shall provide a security deposit to the amount of US $ 3,001.20 (United States Dollar three thousand and one and twenty cent only) to the Mingaladon Industrial Park Co., Ltd on the date of signing of the Sub-Lease Agreement.

7. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per Chapter XII, section 27(a), (h), (i) and (k) of Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial production;

(b) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

8. JCK (Myanmar) International Company Limited shall have to sign the Sub - Lease Agreement with the Mingaladon Industrial Park Co., Ltd. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

9. JCK (Myanmar) International Company Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

10. JCK (Myanmar) International Company Limited shall use its best efforts for timely realization of works stated in the proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

11. JCK (Myanmar) International Company Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

12. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be allowed more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

13. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the JCK (Myanmar) International Company Limited cannot construct completely in time the construction period or extension period, the Commission will have to terminate the permit issued to the investor and there is no refund for the expenses of the project.

14. The commercial date of operation shall be reported to the Commission.

15. JCK (Myanmar) International Company Limited shall endeavour to meet the targets for production and export stated in the proposal as the minimum target.

16. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and JCK (Myanmar) International Company Limited has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

17. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

18. Whenever JCK (Myanmar) International Company Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 17(b) mentioned above,

the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

19. JCK (Myanmar) International Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of a citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

20. JCK (Myanmar) International Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over-run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

21. JCK (Myanmar) International Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

22. JCK (Myanmar) International Company Limited shall contribute minimum 1% of the annual net profit for Corporate Social Responsibility (CSR) activities in Myanmar.

23. After getting permit from Myanmar Investment Commission, JCK (Myanmar) International Company Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

24. JCK (Myanmar) International Company Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire

prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipment and also to appoint the fire safety officer.

25. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made out of the export earning (CMP charges) of JCK (Myanmar) International Company Limited.

26. JCK (Myanmar) International Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

JCK (Myanmar) International Company Limited

c/o **Director General**
Department of Human Settlements & Housing Development

cc:
1. Office of the Government of the Republic of the Union of Myanmar
2. Office of the Yangon Region Government
3. Ministry of National Planning and Economic Development
4. Ministry of Finance
5. Ministry of Commerce
6. Ministry of Industry
7. Ministry of Foreign Affairs
8. Ministry of Home Affairs
9. Ministry of Immigration and Population
10. Ministry of Labour, Employment and Social Security
11. Ministry of Electric Power
12. Ministry of Environmental Conservation and Forestry
13. Ministry of Construction
14. Director General, Directorate of Investment and Company Administration
15. Director General, Directorate of Industrial Supervision and Inspection
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Director General, Directorate of Trade
19. Director General, Immigration and National Registration Department
20. Director General, Directorate of Labour
21. Director General, Department of Environmental Conservation

22. Director General, Fire Services Department
23. Managing Director, Myanma Foreign Trade Bank
24. Managing Director, Myanma Investment and Commercial Bank
25. Managing Director, Myanma Insurance
26. Managing Director, Myanma Electric Power Enterprise
27. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)